

RECORDATION NO. 1-5388

RECORDATION NO. 1-5388-E

NOV 27 1987 -2 35 PM

PHILADELPHIA NOV 27 1987 -2 11 PM MORGAN, LEWIS & BOCKIUS  
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RECORDATION NO. 1-5388-A  
NOV 27 1987 -2 35 PM

RECORDATION NO. 1-5388-B  
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INTERSTATE COMMERCE COMMISSION  
November 25, 1987  
RECORDATION NO. 1-5388-C  
NOV 27 1987 -2 35 PM

INTERSTATE COMMERCE COMMISSION

Ms. Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
12th and Constitution Avenue, N.W.  
Washington, D.C. 20423

No. \_\_\_\_\_  
Date NOV 27 1987  
Fee \$ 60.00  
ICC Washington, D.C.

Dear Secretary:

NOV 27 1987 -2 35 PM

I have enclosed original and one copy of the documents described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

These documents are (i) a Lease Agreement, a primary document, dated as of November 1, 1987, (ii) a Lease Schedule, a primary document, dated November 25, 1987, (iii) a Purchase Agreement Assignment, a primary document, dated as of November 1, 1987, (iv) a Trust Agreement, a primary document, dated as of November 1, 1987, (v) a Trust Indenture, a primary document, dated as of November 1, 1987, (vi) an Indenture Supplement, a primary document, dated November 25, 1987 and (vii) a Bill of Sale, a primary document, dated November 25, 1987.

The names and addresses of the parties to the documents are as follows:

Lessor: Wilmington Trust Company, individually and as Owner Trustee  
Rodney Square North  
Wilmington, Delaware 19890

Lessee: Southeastern Pennsylvania Transportation Authority  
841 Chestnut Street  
Philadelphia, Pennsylvania 19107

Lender: Deutsche Credit Corporation  
2333 Waukegan Road  
Deerfield, Illinois 60015

NOV 27 2 31 PM '87  
100 OFFICE OF THE SECRETARY  
NOTOR OPERATING UNIT

Counterpart -  
[Signature]  
m48-12

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Owner Part-

Participant: Ford Motor Credit Company  
The American Road  
Dearborn, Michigan 48121-1729

Indenture

Trustee: The Connecticut National Bank  
777 Main Street  
Hartford, Connecticut 06115

A description of the equipment covered by the documents follows:

See Schedule I attached hereto.

A fee of seventy dollars (\$70) is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to:

William A. Snedeker  
Morgan, Lewis & Bockius  
101 Park Avenue  
New York, New York 10178

A short summary of the documents to appear in the index follows:

1. Lease Agreement, between:  
Wilmington Trust Company, As Owner Trustee, Lessor  
Rodney Square North  
Wilmington, Delaware 19890

and

Southeastern Pennsylvania Transportation  
Authority, as Lessee  
841 Chestnut Street  
Philadelphia, Pennsylvania 19107  
Dated as of: November 1, 1987  
and covering the lease of Commuter Railroad  
Trailer Cars, Commuter Railroad Cab Cars and  
Locomotives.

2. Lease Schedule, between  
Wilmington Trust Company, as Owner Trustee  
Rodney Square North  
Wilmington, Delaware 19890

and

Southeastern Pennsylvania Transportation Authority  
as Lessee  
841 Chestnut Street  
Philadelphia, Pennsylvania 19107  
Dated: November 25, 1987 and covering the

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equipment described in Schedule I attached hereto.

3. Purchase Agreement Assignment, between  
Southeastern Pennsylvania Transportation  
Authority, as Assignor  
841 Chestnut Street  
Philadelphia, Pennsylvania 19107

and

Wilmington Trust Company, as Owner Trustee,  
Assignee  
Rodney Square North  
Wilmington, Delaware 19890  
Dated as of: November 1, 1987  
and covering: the transfer of all of Assignor's  
right, title and interest in the equipment  
purchased pursuant to a purchase contract dated  
May 27, 1987 between Bombardier Inc. and Assignor  
(Purchase Agreement attached thereto as an  
exhibit)

4. Trust Agreement, between:

Wilmington Trust Company, in its individual  
capacity and as Owner Trustee  
Rodney Square North  
Wilmington, Delaware 19890

and

Ford Motor Credit Company, as Owner Participant  
The American Road  
(P.O. Box 1729)  
Dearborn, Michigan 48121-1729  
Dated as of: November 1, 1987  
and covering the creation of a trust between the  
Owner Trustee and Owner Participant

5. Trust Indenture, between,  
Wilmington Trust Company, as Owner Trustee  
Rodney Square North  
Wilmington, Delaware 19890

and

The Connecticut National Bank, as Indenture  
Trustee  
777 Main Street  
Hartford, Connecticut 06115  
Dated as of: November 1, 1987  
and covering the grant of a security interest in

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the Indenture Estate by the Owner Trustee to the Indenture Trustee.

6. Indenture Supplement, by  
Wilmington Trust Company  
As Owner Trustee,  
Rodney Square North  
Wilmington, Delaware 19890  
Dated: November 25, 1987  
Wherein, the Owner Trustee grants to the Indenture Trustee a security interest in the Equipment described in Schedule I hereto.
7. Bill of Sale between  
Southeastern Pennsylvania Transportation Authority, as Grantor  
841 Chestnut Street  
Philadelphia, Pennsylvania 19107

and

Wilmington Trust Company, as Owner Trustee,  
Purchaser  
Rodney Square North  
Wilmington, Delaware 19890  
Dated: November 25, 1987  
Wherein, Grantor transfers for valuable consideration, all right and title to the equipment listed in Schedule I hereto.

Very truly yours,

A handwritten signature in cursive script that reads "Bill Snedeker".

William A. Snedeker

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## INTERSTATE COMMERCE COMMISSION

## INDENTURE SUPPLEMENT

THIS TRUST INDENTURE SUPPLEMENT, dated November 25, 1987, by WILMINGTON TRUST COMPANY, a banking corporation organized and existing under the laws of the State of Delaware ("WTC"), not in its individual capacity but solely as trustee (the "Owner Trustee") under the Trust Agreement dated as of November 1, 1987 (the "Trust Agreement") between WTC in its individual capacity and an Owner Trustee and the entity named as the Owner Participant in said Trust Agreement (the "Owner Participant"),

WITNESSETH:

WHEREAS, the Trust Indenture dated as of November 1, 1987 (the "Indenture") between the Owner Trustee and the Connecticut National Bank, as Indenture Trustee (the "Indenture Trustee"), provides for the execution and delivery of a Supplement thereto substantially in the form hereof, which Supplement shall particularly describe the Units of Equipment (such term and all capitalized terms used herein and not otherwise defined herein being herein used with the meanings, respectively, specified in the Indenture), by having attached thereto a copy of the Lease Schedule covering such Units of Equipment, and shall specifically mortgage such Units of Equipment to the Indenture Trustee; and

WHEREAS, the Indenture relates to the Units of Equipment described in the copy of the Lease Schedule of even date attached hereto and made a part hereof;

NOW, THEREFORE, to secure the prompt payment of the principal of and interest on all of the Notes from time to time outstanding under the Indenture, and payment of all other amounts due or to become due to the holders of the Notes under the Indenture, the Support Agreement, the Lease or the Participation Agreement and the performance and observance by the Owner Trustee, the Owner Participant and the Lessee of all the agreements, covenants and provisions in the Indenture, the Support Agreement, the Lease or the Participation Agreement for the benefit of the holders of the Notes and in the Notes contained, for the uses and purposes and subject to the terms and provisions of the Indenture, and in consideration of the premises and of the covenants contained in the Indenture and of the acceptance of the Notes by the holders thereof, and other good and valuable consideration, the receipt whereof is hereby acknowledged, the Owner Trustee (1) has granted, bargained, sold, assigned, transferred, conveyed, mortgaged, hypothecated, pledged

and confirmed and granted a security interest, and does hereby grant, bargain, sell, assign, transfer, convey, mortgage, hypothecate, pledge and confirm and grant a security interest, to the Indenture Trustee, its successors and assigns, in the trust created by the Indenture for the ratable security and benefit of the holders from time to time of the Notes, a first security interest and mortgage Lien on the Units of Equipment described in the aforementioned copy of the Lease Schedule attached hereto, and (2) has assigned, transferred and set over, and does hereby assign, transfer and set over, all of the right, title and interest of the Owner Trustee under, in and to the Lease Schedule of even number and date, referred to above, to the Indenture Trustee, its successors and assigns, in the trust created by the Indenture for the ratable benefit of the holders from time to time of the Notes;

TO HAVE AND TO HOLD all and singular the aforesaid property unto the Indenture Trustee, its successors and assigns, forever;

IN TRUST, NEVERTHELESS, for the ratable benefit and security of the holders from time to time of the Notes and for the uses and purposes and subject to the terms and provisions set forth in the Indenture.

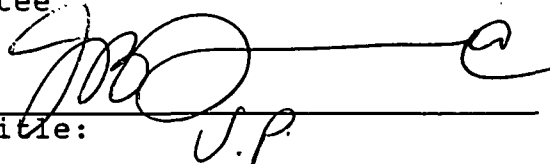
AND, FURTHER, the Owner Trustee hereby acknowledges that the Unit or Units of Equipment referred to in the aforesaid Lease Schedule attached hereto and made a part hereof has been delivered to the Owner Trustee and is included in the Collateral of the Owner Trustee covered by all the terms and conditions of the Trust Agreement, subject to the pledge or mortgage thereof under the Indenture.

This Supplement shall be construed as supplemental to the Indenture and shall form a part of the Indenture which is hereby incorporated by reference herein and hereby ratified, approved and confirmed. The Owner Trustee has caused this Supplement to be duly executed by its officer thereunto duly authorized, as of the day and year first above written.

WILMINGTON TRUST COMPANY, not in its individual capacity but solely as trustee, as Owner Trustee

By

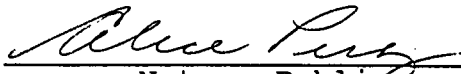
Title:

 J.P.

STATE OF NEW YORK :  
COUNTY OF NEW YORK :                      SS:

On this 24th day of November, 1987, before me personally appeared William B. Sowden III, to me personally known, who, being by me duly sworn, says that he is a Vice President of Wilmington Trust Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

  
\_\_\_\_\_  
Notary Public

My Commission expires:

ALICE PEREZ  
Notary Public, State of New York  
No. 41-4600330  
Qualified in Queens County  
Certificate Filed in New York County  
Commission Expires Jan. 31, 1989